UNITED STA SOUTHERN D	ATES DISTRICT COUR DISTRICT OF NEW YO	RELECTRONICALLY FILED
IN RE MUNICIPAL DERIVATIVES ANTITRUST LITIGATION	) ) MDL No. 1950 )) Master Docket No.	DOC #:
This Document Relates to: ALL ACTIONS	) ) )	

# ORDER AND FINAL JUDGMENT ON TRINITY FUNDING CO., LLC, TRINITY PLUS FUNDING CO., LLC, AND GE FUNDING CAPITAL MARKET SERVICES, INC. SETTLEMENT AGREEMENT

Class Plaintiff City of Baltimore, MD, Central Bucks School District and Bucks
County Water & Sewer Authority ("Class Plaintiffs"), individually and on behalf of the
putative class of purchasers in the above-captioned class action, and Trinity Funding Co., LLC,
Trinity Plus Funding Co., LLC, and GE Funding Capital Market Services, Inc. ("GE
Defendants") entered into a Settlement Agreement to fully and finally resolve the Class's
claims against the GE Defendants. On December 12, 2013, the Court entered its Order
granting preliminary approval of the proposed settlement ("GE Preliminary Approval
Order") (Docket No. 1828). Among other things, the GE Preliminary Approval Order
authorized Class Plaintiffs to disseminate notice of the settlement, the fairness hearing, and
related matters to the Class. Notice was provided to the Class pursuant to the Preliminary
Approval Order and the Court held a fairness hearing on June 6, 2014.

Having considered Class Plaintiffs' Motion for Final Approval of Proposed Settlements with Defendant Bank of America, N.A. and Defendants Trinity Funding Co., LLC, Trinity Plus Funding Co., LLC, and GE Funding Capital Market Services, Inc., oral argument presented at the fairness hearing, and the complete records and files in this matter,

### IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:

- 1. This Court has jurisdiction over the subject matter of this litigation.
- 2. Terms capitalized in this Order and Final Judgment have the same meanings as those used in the Settlement Agreement.
- 3. "Actions" means *In re Municipal Derivatives Antitrust Litigation* and each of the cases previously or later consolidated and/or included as part of MDL Docket No. 1950, Master Docket No. 08-2516 (VM) (GWG).
- 4. The GE Preliminary Approval Order outlined the form and manner by which the Class Plaintiffs would provide the Class with notice of the settlement, the fairness hearing, and related matters. The notice program included individual notice to members of the Class who could be identified through reasonable efforts, as well as a comprehensive publication notice program. Proof that mailing and publication complied with the GE Defendants' Preliminary Approval Order has been filed with the Court. This notice program fully complied with Fed. R. Civ. P. 23 and the requirements of due process. It provided due and adequate notice to the Class.
- 5. The Court approves, as to form and content, the Class Action Fairness Act ("CAFA") Notice that was served within 10 days after the filing of the Motion for Preliminary Approval of the Settlement (attached as Exhibit A). The Court finds that the Attorney General of the United States, state attorneys general, Federal Reserve Board, and the Office of the Comptroller of the Currency have received notice of the Settlement Agreement in accordance with the terms of CAFA, 28 U.S.C. § 1715(b).
- 6. The settlement was attained following an extensive investigation of the facts. It resulted from vigorous arm's-length negotiations which were undertaken in good faith by

counsel with significant experience litigating antitrust class actions.

7. By order of this Court dated December 12, 2013 (Docket No. 1829), pursuant to Fed. R. Civ. P.23 and in light of the proposed settlement, the Court certified the following class for settlement purposes (the "GE Defendants' Settlement Class"):

All state, local and municipal government entities, independent government agencies and private entities that purchased Municipal Derivatives directly from a Provider Defendant, or through a Broker Defendant, at any time from January 1, 1992 through August 18, 2011 in the United States and its territories or for delivery in the United States and its territories.

Docket No. 1829, ¶ 4.

- 8. Final approval of Class Plaintiffs' settlement with GE Defendants is hereby granted pursuant to Fed. R. Civ. P. 23(e), because it is "fair, reasonable, and adequate" to the Class. In reaching this conclusion, the Court considered the complexity, expense, and likely duration of the litigation, the Class's reaction to the settlement, and the result achieved.
- 9. The entities identified on Exhibit B hereto have timely and validly requested exclusion from the Class and, therefore, are excluded. Such entities are not included in or bound by this Order and Final Judgment. Such entities are not entitled to any recovery from the settlement proceeds obtained through this settlement.
- Defendants, any and all manner of claims, demands, rights, actions, suits, counterclaims, cross claims, set offs, causes of action of any kind, whether class, individual or otherwise in nature, fees, costs, penalties, fines, debts, expenses, attorney fees, damages whenever incurred, and liabilities of any nature whatsoever (including joint and several), known or unknown, suspected or unsuspected, asserted or unasserted, in law or in equity, which GE Defendants Settlement Class Members or any of them, whether directly, representatively, derivatively, or in

any other capacity, ever had, now have or hereafter can, shall or may have, relating in any way to conduct prior to the date of the GE Defendants' Settlement Agreement arising out of or related in any way to (i) the purchase of municipal derivatives transactions in the United States or its territories or for delivery in the United States or any of its territories during the period from January 1, 1992 to August 18, 2011, or (ii) any conduct alleged in the litigation or that could have been alleged in the litigation are hereby dismissed with prejudice and without costs.

- 11. Releasees (as defined in the Settlement Agreement) are discharged and released from all Released Claims (as defined in the Settlement Agreement) by all Class Plaintiffs and GE Defendants Settlement Class Members, and Class Plaintiffs and GE Defendants Settlement Class Members hereby permanently fully, finally, and forever release, relinquish, and discharge, and (regardless of whether they seek or obtain any distribution from the settlement fund) will covenant not to sue, and will be barred and enjoined from instituting, commencing, or prosecuting any such Released Claim against the Releasees.
- 12. The Escrow Account established by Class Plaintiffs' Co-Lead Counsel and GE Defendants, in which \$18,050,000 will remain after \$200,000 is returned to the GE Defendants, is approved as a Qualified Settlement Fund pursuant to Internal Revenue Code Section 468B and the Treasury Regulations promulgated thereunder.
- 13. Neither the Settlement Agreement, nor any act performed or document executed pursuant to the Settlement Agreement, may be deemed or used as an admission of wrongdoing in any civil, criminal, administrative, or other proceeding in any jurisdiction.
- 14. Without affecting the finality of this Order and Final Judgment, the Court retains exclusive jurisdiction over: (a) the enforcement of this Order and Final Judgment; (b) the enforcement of the Settlement Agreement; (c) any application for attorneys' fees and

reimbursement made by Plaintiffs' Counsel; (d) any application for notice and administration costs, taxes and tax expenses fees; (e) any application for incentive awards for the Class Plaintiffs; and (f) the distribution of the settlement proceeds to the Class Members.

- 15. Pursuant to Fed. R. Civ. P. 54, and finding no just reason for delay, the Court hereby directs the entry of final judgment as to the GE Defendants.
  - 16. This Order shall become effective immediately.

IT IS SO ORDERED.

Dated: June 6, 2014

HON. VICTOR MARRERO

UNITED STATES DISTRICT JUDGE

# **EXHIBIT A**

### ARNOLD & PORTER LLP

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555 Twelfth Street, NW Washington, DC 20004-1206

December 11, 2013

#### VIA FEDEX OR REGISTERED MAIL

United States Attorney General And Other Attorneys General Indentified on Attachment A

Re: CAFA Notice of Proposed Class Action Settlement, In re Municipal Derivatives Antitrust Litigation, MDL No. 1950, Master Docket No. 08-2516

Dear Sir/Madam:

Pursuant to the Class Action Fairness Act ("CAFA"), 28 U.S.C. § 1715(b), Trinity Funding Co., LLC ("Trinity"), Trinity Plus Funding Co., LLC ("Trinity Plus"), and GE Funding Capital Market Services, Inc. ("GE Funding") (collectively, the "Settling GE Defendants") hereby serve notice of a proposed settlement in In re Municipal Derivatives Antitrust Litigation, MDL No. 1950, Master Docket No. 08-2516 (S.D.N.Y.) (the "Action") pending in the United States District Court for the Southern District of New York (the "Court").

A motion for preliminary approval of the proposed settlement in the Action was filed with the Court on December 6, 2013. In compliance with the requirements set forth in CAFA, Settling GE Defendants enclose a CD containing copies of the following documents related to the Action:

- 1. Class Action Complaint, filed by Hinds County, MS, dated March 12, 2008;
- 2. Class Action Complaint, filed by Fairfax County, VA, et al., dated March 12, 2008;
- 3. Class Action Complaint, filed by Washington County, TN, dated July 14, 2008;

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- 4. Consolidated Class Action Complaint, dated August 22, 2008;
- 5. Second Consolidated Amended Class Action Complaint, dated June 18, 2009:
- Third Consolidated Amended Class Action Complaint, dated March 18, 2013;
- 7. Corrected Third Consolidated Amended Class Action Complaint, dated October 9, 2013;
- 8. Plaintiffs' Uncontested Motion for Preliminary Approval of Settlement with Defendants Trinity Funding Co., LLC, Trinity Plus Funding Co., LLC, And GE Funding Capital Market Services, Inc. (the "Motion");
- Plaintiffs' Memorandum in Support of Uncontested Motion for Preliminary Approval of Settlement with Defendants Trinity Funding Co., LLC, Trinity Plus Funding Co., LLC, and GE Funding Capital Market Services, Inc.;
- 10. Declaration of Michael D. Hausfeld in Support of Motion for Preliminary Approval of Settlement;
- 11. The settlement agreement, entitled "Settlement Agreement," dated July 23, 2013 ("Settlement Agreement") submitted to the Court for its preliminary approval as part of the Motion;
- 12. The supplemental settlement agreement, entitled "Supplemental Agreement Pursuant to Paragraph 47(b) of the Settlement Agreement dated July 23, 2013, between Class Plaintiffs Individually and on Behalf of the Class and Trinity Funding Co., LLC, Trinity Plus Funding Co., LLC, and GE Funding Capital Market Services, Inc. in *In re Municipal Derivatives Antitrust Litigation* (MDL No. 1950)"; and
- 13. Proposed Order Preliminarily Approving Class Action Settlement.

Settling GE Defendants state that as of the date of this letter and given the early stage of the Action, it is not currently feasible to provide the names of the class members, a reasonable estimate of the number of class members residing in each State, nor an estimated proportionate share of the claims of such members to the entire settlement.

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Plaintiffs have informed the Court for purposes of other notices required in the Action that 68,236 potential class members have been identified by it and the Claims Administrator, Rust Consulting, Inc., appointed by Plaintiffs. Further information concerning these potential class members is in the possession of Plaintiffs and their Claims Administrator. As defined in the Settlement Agreement enclosed, the proposed settlement class includes:

All state, local and municipal government entities, independent government agencies and private entities that purchased Municipal Derivatives directly from a Provider Defendant, or through a Broker Defendant, at any time from January 1, 1992 through August 18, 2011 in the United States and its territories or for delivery in the United States and its territories.

Settling GE Defendants further state that, as of the date of this letter:

- (i) Proposed settlement notifications to be disseminated to putative class members informing them of, among other things, the proposed class action settlement and the members' rights to request exclusion, have not been filed with the Court.
- (ii) The Court has not scheduled any other hearings regarding the Motion.
- (iii) The Court has not issued any written judicial opinion or order relating to the settlement.
- (iv) The Court has not ordered any final judgment or notice of dismissal.

Sincerely

Douglas L. Wald Justin P. Hedge

Enclosures as stated

<sup>&</sup>lt;sup>1</sup> Copies of the proposed notifications will be docketed in the above captioned matter when filed and can be accessed, along with other filings in the Action, via the Public Access to Court Electronic Records system (PACER), https://pacer.login.uscourts.gov.

### ATTACHMENT A

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Attorney General of the United States
U.S. Department of Justice
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202-514-2001

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Des Moines, IA 50319
515-281-5164

Derek Schmidt Kansas Attorney General Memorial Hall, 2<sup>nd</sup> Floor 120 SW 10<sup>th</sup> Street Topeka, KS 66612-1597 785-296-2215 Ellen F. Rosenblum Oregon Attorney General Oregon Dept. of Justice 1162 Court Street NE Salem, OR 97301-4096 503-378-4400

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Alan Wilson South Carolina Attorney General 1000 Assembly Street, Room 519 Columbia, SC 29201 803-734-3970

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Nashville, TN 37243
615-741-3491

John W. Conway Kentucky Attorney General 700 Capitol Avenue, Suite 118 Frankfort, KY 40601-3449 502-696-5300

James D. Caldwell, Sr. Louisiana Attorney General 1885 N. Third Street Baton Rouge, LA 70802 225-326-6079

Janet T. Mills Maine Attorney General 6 State House Station Augusta, ME 04333 207-626-8800

Douglas F. Gansler Maryland Attorney General 200 St. Paul Place Baltimore, MD 21202-2202 410-576-6300

Martha M. Coakley Massachusetts Attorney General ATTN: CAFA Coordinator/General Counsel's Office One Ashburton Place Boston, MA 02108-1698 617-727-2200

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Lori Swanson Minnesota Attorney General 1400 Bremer Tower 445 Minnesota Street St. Paul, MN 55101-2131 651-296-3353 Gregory W. Abbott Texas Attorney General 300 W. 15<sup>th</sup> Street Austin, TX 78701 512-463-2100

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# **EXHIBIT B**

ENTITY	ADDRESS
1. City of Ocheyedan	868 Main Street P.O. Box 129 Ocheyedan, IA 51354
Gordon R. Obenauf     Janet M. Obenauf	1136 N.Wood St. N. Muskegon, MI 49445
3. City of Stockton	P.O. Box 239 Stockton, MN 55988
4. Lobo Energy, Inc.	800 Bradbury Dr. SE Suite 216 Albuquerque, NM 87106
5. Lesterville R-IV School District	P.O. Box 120 Lesterville, MO 63654
6. The Association of Classical and Christian Schools	P.O. Box 9741 Moscow, ID 83843
7. Hugo Leimer	I 10 Gardner Street Borger, TX 79007
8. New Bremen Local School District	901 E. Monroe Street New Bremen, OH 45869
9. Genesee Intermediate School District	2413 W. Maple Ave. Flint, MI 48507
10. City of St. Joseph, Missouri	c/o City Attorney's Office 1100 Fredrick Ave. St. Joseph, MO 64501
11. City of St. Joseph, Missouri	401 S. 7th Street St. Joseph, MO 64501
12. City of St. Joseph, Missouri	904 S. 10th Street St. Joseph, MO 64503
13. City of St. Joseph, Missouri	701 Lower Lake Rd. St. Joseph, MO 64504
14. City of St. Joseph, Missouri	411 Jules St. Joseph, MO 64501
15. City of St. Joseph, Missouri	1920 Grand Ave. St. Joseph, MO 64505
16. City of St. Joseph, Missouri	2500 S.W. Parkway St. Joseph, MO 64503
17. City of St. Joseph, Missouri	100 North 4th St. Joseph, MO 64501

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18. City of St. Joseph, Missouri	717 Edmond Street St. Joseph, MO 64501
19. City of St. Joseph, Missouri	3302 Pacific St. Joseph, MO 64507
20. City of St. Joseph, Missouri	2402 S. 36th Street St. Joseph, MO 64507
21. City of St. Joseph, Missouri	2202 Waterworks Rd. St. Joseph, MO 64505
22. City of St. Joseph, Missouri	1502 MacArthur Dr. St. Joseph, MO 64505
23. City of St. Joseph, Missouri	2701 S.W. Parkway St. Joseph, MO 64507
24. City of St. Joseph, Missouri	100 S. 10th Street St. Joseph, MO 64501
25. City of St. Joseph, Missouri	501 Faraon St. Joseph, MO 64501
26. City of St. Joseph, Missouri	100 B N.W. Rosecrans Rd. St. Joseph, MO 64503
27. City of St. Joseph, Missouri	9431 50th Rd. S.E. St. Joseph, MO 64507
28. City of St. Joseph, Missouri	3405 South Belt Hwy. St. Joseph, MO 64503
29. City of St. Joseph, Missouri	2316 S. 3rd St. Joseph, MO 64501
30. City of St. Joseph, Missouri	702 S. 5th St. Joseph, MO 64501
31. City of St. Joseph, Missouri	611 Angelique St. Joseph, MO 64501
32. City of St. Joseph, Missouri	3500 State Route 759 St. Joseph, MO 64504
33. Tyler County (County of Tyler)	100 W. Bluff Room 110 Woodville, TX 75979
34. City of Republic, Kansas	100 Washington Street P.O. Box 128 Republic, Kansas 66964
35. City of Gladwin	1000 W. Cedar Ave. Gladwin, MI 48624
36. Great Northern School District #312	3115 N. Spotted Rd Spokane, WA 99223

37. The East Bay Delta Housing & Finance Authority	5517 Geary Blvd. Suite 206 San Francisco, CA 94121
38. City of Oakland	c/o Office of the City Attorney One Frank H. Ogawa Plaza, 6th Floor Oakland, CA 94612
39. Iowa Western Community College Foundation (or IWCC Foundation)	2700 College Rd. Box 4-C Council Bluffs, IA 51502
40. The Commonwealth of Massachusetts and all entities for which the Attorney General of the Commonwealth of Massachusetts is the sole authorized legal representative.	I Ashburton Place 18th Floor Boston, MA 02108
41. City of Fresno	c/o Office of the Fresno City Attorney 2600 Fresno Street, 2nd Floor Fresno, CA 93721
42. County of Alameda	c/o Office of the County Counsel 1221 Oak Street, Suite 450 Oakland, CA 94612
43. County of Fresno	2281 Tulare Street, Room 304 Fresno, CA 93721  2281 Tulare Street, Room 105 Fresno, CA 93721  c/o Office of the Fresno County Counsel 2220 Tulare Street, Suite 500 Fresno, CA 93721
44. Fresno County Financing Authority	2281 Tulare Street, Room 105 Fresno, CA 93721  c/o Office of the Fresno County Counsel 2220 Tulare Street, Suite 500 Fresno, CA 93721
45. West Virginia Higher Education Policy Commission	1018 Kanawha Blvd., East #700 Charleston, WV 25301
46. West Virginia Water Development Authority	1009 Bullitt Street Charleston, WV 25301
47. WVU Board of Governors (West Virginia University Board of Governors)	P.O. Box 6201 Morgantown, WV 26506

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48. West Virginia Economic Development Authority	180 Association Dr. Greenway Building Charleston, WV 25311
49. West Virginia Hopsital Finance Authority	1 Players Club Dr. Charleston, WV 25311
50. Shepherd College	301 N. King Street Shepherdstown, WV 25443
51. West Virginia School Building Authority	2300 Kanawha Blvd., East Charleston, WV 25311
52. West Virginia Department of Highways	1900 Kanawha Blvd., East Charleston, WV 25305
53. West Virginia Housing Development Fund	5710 MacCorkle Ave. S.E. Charleston, WV 25304
54. Board of Governors of Fairmont State College	222 Hardway Hall Fairmont, WV 26554
55. Saginaw Charter Township	4980 Shattuck Rd. P.O. Box 6400 Saginaw, MI 48608
56. Stevens Township	4332 Herrickville Rd. Wyalusing, PA 18853